

TRUSTMARK CORP  
Form 4  
February 20, 2009

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WALKER HARRY M**

(Last) (First) (Middle)

P. O. BOX 291

(Street)

JACKSON, MS 39205

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**TRUSTMARK CORP [TRMK]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/18/2009**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below)  Other (specify below)

Owned Subsidiary

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Amount  |  |                                   |
|                                 |                                      |  |                                |   | Price   |  |                                   |
| common <sup>(1)</sup>           | 02/18/2009                           |  | A                              | V   | 3,000   | A  | \$ 0                              |
|                                 |                                      |  |                                |   |   |  | 66,355 <sup>(3)</sup>             |
| common                          | 02/18/2009                           |  | F                              |   | 1,301   | D  | \$ 17.58                          |
|                                 |                                      |  |                                |   |   |  | 65,054 <sup>(3)</sup>             |
| common <sup>(2)</sup>           | 02/18/2009                           |  | A                              |   | 2,025   | A  | \$ 0                              |
|                                 |                                      |  |                                |   |   |  | 67,079 <sup>(3)</sup>             |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address                       | Relationships |           |         |                  |
|--|---------------|-----------|---------|------------------|
|  | Director      | 10% Owner | Officer | Other            |
| WALKER HARRY M<br>P. O. BOX 291<br>JACKSON, MS 39205 |               |           |         | Owned Subsidiary |

## Signatures

Harry M. Walker by: T. Harris Collier, III,  
POA 02/20/2009

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Reflects 100% vesting of performance based restricted stock award granted on 2/1/06 under the Trustmark Corporation 2005 Stock and
- (1) Incentive Compensation Plan (the Plan). The performance period for the award ended 12/31/08 & vesting of the award was certified by Trustmark's Human Resources Committee (the Committee) on 2/18/09.
  - (2) Reflects vesting in excess of 67.5% of performance based restricted stock award granted on 2/1/06 under the Plan, as certified by the committee on 2/18/09. These shares are restricted until 12/31/2011.
  - (3) 3,416 shares owned indirectly by children.

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